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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: GOODFRIEND LEARNING, INC.

AUDIT NUMBER.....H97000021064

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
GOODFRIEND LEARNING, INC.

FILED
97 DEC 23 PM 1:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is GOODFRIEND LEARNING, INC.

ARTICLE II - PURPOSE

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 1233 S. Tamiami Tr., Suite 1233-C, Sarasota, FL 34239.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

Prepared by:
John J. Shea, Jr., Esq.
Becker & Poliakoff, P.A.
630 S. Orange Ave., 3rd Floor
Sarasota, Florida 34236
(941) 366-8826
FL Bar No.: 261424

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ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of one director, whose name and street address is as follows:

<u>Name</u>	<u>Address</u>
STEVE GOODFRIEND	1233 S. Tamiami Trail, Suite 1233-C Sarasota, Florida 34239

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
John J. Shea, Jr.	630 So. Orange Ave. Sarasota, Florida 34236

ARTICLE IX - BYLAWS

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

ARTICLE X - INDEMNIFICATION

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT

This corporation has named John Shea as its agent to accept service of process within the State. The street address of the initial registered office is 630 South Orange Avenue, Sarasota, Florida 34236.

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IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 19th day of December, 1997.


 John Shea

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19th day of December, 1997 by John Shea who is personally known to me or who has produced his Florida Driver's License as identification.




 Print Name: Sharon K. Jackson
 NOTARY PUBLIC
 My commission expires:

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of any position as registered agent.


 John Shea

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